

HOGAN & HARTSON

L.L.P.

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97-167

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June 27, 1997

BY HAND DELIVERY

FCC/MELLON JUN 27 1997

William F. Caton
Acting Secretary
Federal Communications Commission
Common Carrier Domestic Radio
P.O. Box 358680
Pittsburgh, PA 15251-5680

**Re: Application on Form 704 for Transfer of Control
of Illinois Consolidated Telephone Company,
Licensee of Point-to-Point Microwave Radio Service
Stations KTF59 et al., from Consolidated
Communications Inc. to McLeodUSA Incorporated**

Dear Mr. Caton:

Enclosed for filing are an original and two copies of an application on Form 704 for transfer of control of Illinois Consolidated Telephone Company, which holds licenses in the Point-to-Point Microwave Radio service, from Consolidated Communications Inc. ("Consolidated") to McLeodUSA Incorporated ("McLeod"). Also enclosed is a check in the amount of \$475 to cover the applicable filing fee.

This application is part of a larger transaction between McLeod and Consolidated, which have entered into an Agreement and Plan of Merger. Pursuant to that Agreement, McLeod has formed a wholly-owned subsidiary, Eastside Acquisition Co. ("Eastside"). Upon receipt of necessary regulatory approvals, Consolidated will merge with and into Eastside with Eastside surviving and being renamed Consolidated Communications Inc. ("New Consolidated"). Thereafter, Consolidated's subsidiaries will continue to operate as wholly-owned subsidiaries of McLeod. This transaction will serve the public interest because the

BRUSSELS LONDON MOSCOW PARIS* PRAGUE WARSAW

BALTIMORE, MD BETHESDA, MD COLORADO SPRINGS, CO DENVER, CO McLEAN, VA

\\DC-62854/12-0477297.01

*Affiliated Office

HOGAN & HARTSON L.L.P.

William F. Caton
Acting Secretary
June 27, 1997
Page 2

combined companies will be better able to provide high-quality telecommunications services at competitive prices.

Because of the number of separate filings involved in this transaction, the parties request a joint Public Notice of all the applications related to the transaction. Susan O'Connell in the International Bureau has agreed to coordinate the Public Notice for the applications.

Please address any questions concerning Consolidated to Veronica Ahern and J. Breck Blalock of Nixon, Hargrave, Devans & Doyle, L.L.P. at (202) 457-5300. Questions regarding McLeod should be addressed to the undersigned.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By: 

Karis A. Hastings
Eric H. Loeb
Counsel for
McLeodUSA Incorporated

Enclosures

cc: Susan O'Connell, International Bureau
Stephen C. Buenzow, WTB, Gettysburg

OUR REFERENCE NUMBER	YOUR INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT	NET AMOUNT



TOWN CENTRE, SUITE 500
221 THIRD AVE., SE.
CEDAR RAPIDS, IA 52401

FIRSTAR BANK IOWA, N.A.
DES MOINES, IOWA 50309
CEDAR RAPIDS - DOWNTOWN OFFICE
33-54-730

032750

36

DATE	CONTROL NO.	AMOUNT
6/25/97	032750	\$475.00

THE SUM Four Hundred Seventy Five Dollars and No/100

PAY
TO THE
ORDER OF F C C

VOID AFTER 6 MONTHS
AUTHORIZED REPRESENTATIVE

⑈032750⑈ ⑆073000545⑆ ⑈121372 742⑈ CHIEF FINANCIAL OFFICER

Security fees
included.
Details on b

FCC 704	FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554	Approved by OMB 3060-0048 Expires 03/31/97	FCC Use Only
Est. Avg. Burden Hours Per Response: 8 Hrs.			
APPLICATION FOR CONSENT TO TRANSFER OF CONTROL (Under 47 CFR 21, 23 or 25) Read Instructions on Page 4 Before Completing			

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee Illinois Consolidated Telephone Company		Call Sign or Other FCC Identifier See Exhibit 1
Mailing Street Address or P.O. Box, City, State and ZIP Code 121 South 17th Street Mattoon, IL 61938		

(b) Fee Data. Refer to 47 CFR Section 1.1105 or the Common Carrier Services Fee Filing Guide.


Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)	FCC Use Only
1	CCP	1	\$ 70.00	
2	CAP	9	\$405.00	
Add all amounts in Column (3), lines 1 and 2. ▶▶			\$475.00	
Remit this amount with your application.				

2. Permits or Licenses Held by Corporation for which a Transfer of Control is sought in this application. See Instr. H. (a) Call Sign (b) File No. (c) Service (d) No. of Stations See Exhibit 1	3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor Consolidated Communications Inc. 121 South 17th Street Mattoon, IL 61938 4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee McLeodUSA Incorporated, McLeodUSA Technology Park 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406-3177
--	--

5. Permittee or Licensee represents: (check one)

- ☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee, or licensee company. Where Filed: _____ Date Filed: _____

Certification: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)
6-24-97	Illinois Consolidated Telephone Company		Chief Financial Officer

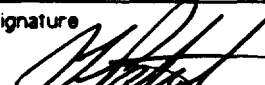
Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART II - To Be Completed By Transferor

6(a) Transfer of Control will be accomplished by: (check one): <input checked="" type="checkbox"/> Sale or other transfer or assignment of stock (complete 6(b)). <input type="checkbox"/> Other (e.g., voting trust agreement, management contract, Court Order, etc.)	(b) Shares	No. of Shares	Classification (common, preferred, etc.)
	Shares to be transferred		See Exhibit 3
	Shares issued and outstanding		
	Shares authorized		

7. Attach as Exhibit No. 3 a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

Certification: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all the attached exhibits pertinent to Part II are a material part hereof and are incorporated herein as if set out in this application; and certifies that all the statements made in Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Transferor (Must correspond with Item 3)	Signature	Title (Office Held by Person Signing)
6-24-97	Consolidated Communications, Inc.		Chief Financial Officer

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART III - To Be Completed by Transferee

8. Transferee is: (Check one)

☐ Individual

☐ Partnership

☒ Corporation

☐ Unincorporated Association

9. Attach as Exhibit No. 4 a statement of transferee's principal business.

10. Attach as Exhibit No. 4 a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving: (a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.

Place an "X" in the appropriate column.

	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
a. Under laws of what State or Country is it organized? <u>Delaware</u>		
(1) Attach as Exhibit No. <u>5</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.		
(2) Attach as Exhibit No. <u>6</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of transferee's stock.		
b. Is any director or officer an alien?		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?		X
d. Is transferee directly or indirectly controlled by any other corporation? If "YES," give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organizations having final control and furnish for each all the information requested in 14 a thru c above.		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign government?		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No. <u>6</u> a statement relating the facts.	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES," submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license, or renewal denied by this Commission? If "YES," attach as Exhibit No. _____ a statement relating all the pertinent circumstances.		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES," attach as Exhibit No. _____ a statement relating the facts.		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES," attach as Exhibit _____ a statement relating the facts.		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, 19? If "YES," attach as Exhibit No. _____ a statement relating the facts.		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below. See Exhibit 7	X	

PART III - continued.

Place an "X" in the appropriate column.

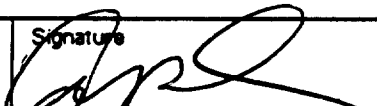
YES NO

22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in 21 above? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below. See Exhibit 7	X	
23. Will transferee propose any of the following changes, after the transfer of control is authorized (see instruction F): a. Changes in the services currently offered? If "YES," attach as Exhibit No. _____ a brief statement of the proposed changes. b. Changes in technical personnel, maintenance or repair of facilities? If "YES," attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities. c. Changes in the management or personnel responsible for the operation of the station? If "YES," in Exhibit No. _____ describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give name and address of owner of each such business and submit copy of working agreement).		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any purpose? If "YES," explain purpose in Exhibit No. <u>3</u>	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. _____ describe the obligations, methods by which acquired, and the dates on which they were obtained.		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? A copy of any necessary state authorization will be provided upon request. If "YES," attach as Exhibit No. _____ a single certified copy of such authorization.	X	
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the service which are the subject of this application? b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	X	
28. Attach as Exhibit No. <u>6</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.		
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: a. Does authorization involve facilities that have not been constructed? If "YES," does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	X	

Certification: The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a, or, in the case of a nonindividual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR 1.2002.

☒ YES. ☐ NO

The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date <u>6/24/97</u>	Typed or Printed Name of Transferee <u>McLeodUSA Incorporated</u>	Signature 	Title (Office Held by Person Signing) <u>Senior Vice President</u>
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Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1) and/or forfeiture (U.S. Code, Title 47, Section 503).

Illinois Consolidated Telephone Company
FCC Form 704
June 1997

EXHIBIT 1
(Questions 1(a), 2)

The call signs, FCC file numbers, and station locations of the Point-to-Point Microwave Radio Service licenses held by Illinois Consolidated Telephone Company are as follows:

<u>Call Sign</u>	<u>File Number</u>	<u>City</u>	<u>State</u>
KTF59	27952-CF-R-91	Sicily	IL
KVD60	27953-CF-R-91	Taylorville	IL
KZI67	27954-CF-R-91	Mattoon	IL
WCG279	27955-CF-R-91	Charleston	IL
WDU694	27956-CF-R-91	Strasburg	IL
WDU695	27957-CF-R-91	Shelbyville	IL
WDU696	27958-CF-R-91	Effingham	IL
WFY829	27959-CF-R-91	Litchfield	IL
WFY830	27960-CF-R-91	Hillsboro	IL
WHD930	27961-CF-R-91	Ohlman	IL

EXHIBIT 2
(Question 5)


ARTICLES OF INCORPORATION
OF
ILLINOIS CONSOLIDATED TELEPHONE COMPANY

ILLINOIS CONSOLIDATED TELEPHONE COMPANY

SECRETARY'S CERTIFICATE

I, M. T. SALMON, DO HEREBY CERTIFY, that I am the Assistant Secretary of Illinois Consolidated Telephone Company, an Illinois corporation (the "Corporation"), and am keeper of the records thereof.

I DO FURTHER CERTIFY, that the Corporation's Articles of Incorporation attached hereto as Exhibit A are true, correct and complete as of the date of this Certificate.


M. T. Salmon
Assistant Secretary

Dated: June 25, 1997



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
ILLINOIS CONSOLIDATED TELEPHONE COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, *I have set my hand and cause to
be affixed the Great Seal of the State of Illinois
at the City of Springfield, this* 1ST
day of JUNE *AD. 1990 and*
of the Independence of the United States
the two hundred and 14TH.

Jim Edgar

SECRETARY OF STATE

BCA-10.30 (Form Rev. Jan. 1986)

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

File # 1749-946-1

This Space For Use By Secretary of State	
Date	6-1-90
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	MTJ

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Illinois Consolidated Telephone Company
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on May 16
19 90 in the manner indicated below. ("X" one box only.)

- ☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- ☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

PAID

JUN 4 1990

Page 2
Resolution

RESOLVED, that Article Six of the Articles of Incorporation of the Company be amended to read in its entirety as follows:

"The number of directors shall be fixed as in the By-Laws. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by a majority of directors then in office."

ARTICLE THREE

The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

ARTICLE FOUR

(a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid in Capital) replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

Paid-in Capital Before Amendment After Amendment
\$ _____ \$ _____

(Complete either item 1 or 2 below)

(1) The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated May 25, 19 90

Illinois Consolidated Telephone Company

attested by

Peter L. Roositer
(Signature of Secretary or Assistant Secretary)

by

Richard A. Lumpkin
(Signature of President or Vice President)

Peter L. Roositer, Secretary

Richard A. Lumpkin, Chairman

(Type or Print Name and Title)

(Type or Print Name and Title)

(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State. BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
(a) to remove the names and addresses of directors named in the articles of incorporation;
(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
(c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
(d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
(e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
(f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).
- The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No.

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

FILED

JUN 01 1990

Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 -- 782-6961

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

FILING DEADLINE IS: PRIOR TO 04/01/90

RETURN TO:

Department of Business Services
Secretary of State
Springfield, IL 62736
Telephone (217) 782-7808

STATE OF ILLINOIS
DOMESTIC CORPORATION ANNUAL REPORT

CORPORATION
FILE NO.

D 1749-846-1

YEAR OF 1990

FILED

APR 03 1990

COLES

Secretary of State

1.)

CORPORATE NAME
REGISTERED AGENT
REGISTERED OFFICE
CITY, IL, ZIP CODE

ILLINOIS CONSOLIDATED TELEPHONE COMPANY
Z R A LUMPKIN
121 SOUTH SEVENTEENTH
MATTOON, IL. 61938

2.) AGENT/OFFICE CHANGES ONLY (see 11N)

ILLINOIS CONSOLIDATED TEL

Corporation Name

Richard A. Lumpkin

Registered Agent

Registered Office - Street Address

City, County, IL Zip Code

3.) Date Incorporated 04/10/1924

Give complete address of principal office, if other than above:

Federal Employer Identification Number
(FEIN) * 370343340

4.) The names and addresses of the officers and directors are: (If officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
See Attachment	President				
	Secretary				
	Treasurer				
	Director				
	Director				
	Director				

5.) The type of business actually conducted in Illinois is: Public Utility - Telephone

6.) Number of shares authorized and issued as of 01/31/90

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMMON	See Attachment	10000000	10000000	10000000

7a.) The amount of paid-in capital as of 01/31/90 is:

*PAID-IN CAPITAL \$ 33,520,000

"Paid-in Capital" replaces the terms
Stated Capital and Paid-in Surplus.
It does not include Retained Earnings.

7b.) The Paid-in Capital as of 01/31/90
on record with the Secretary of State is:

TOTAL \$ 33,520,000

(The figure in Item 7b may not be altered.)

ITEM 8 MUST BE SIGNED!

8.) By

[Signature]
(Any Authorized Officer's Signature)

Treasurer 3/28/90
(Title) (Date)

Under the penalty of perjury and as an authorized officer,
I declare that this annual report and, if applicable, the
statement of change of registered agent and/or office,
pursuant to provisions of the Business Corporation Act,
has been examined by me and is, to the best of my know-
ledge and belief, true, correct, and complete.



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of Twenty-Nine pages, as taken from the original on file in this office.

George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: June 26, 1997

BY: John P. Kelly, Jr.

EXPEDITED
SECRETARY OF STATE

JUN 26 1997

EXP. FEES 25.00

COPY - CERT. 19.50

Certificate 1749-846-1



To all to whom these Presents Shall Come, Greeting:

Whereas, ^{RE-STATED} ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION, duly signed and verified of ILLINOIS CONSOLIDATED TELEPHONE COMPANY incorporated under the laws of the State of ILLINOIS have been filed in the Office of the Secretary of State as provided by The "Business Corporation Act" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, JIM EDGAR, Secretary of State of the State of Illinois by virtue of the powers vested in me by law, do hereby issue this certificate and attach thereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois*
Done at the City of Springfield, this 12th
day of June AD. 19 31 *and*
of the Independence of the United States
the two hundred and 5th

(SEAL)

Jim Edgar

SECRETARY OF STATE

(Do not write in this space)

Date Paid

License Fee

Franchise Tax

Filing Fee

Clerk

\$

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\$

(File in Duplicate)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

ILLINOIS CONSOLIDATED TELEPHONE COMPANY

(Exact Corporate Name)

Jim Edgar
To ~~ALBERT H. BROWN~~
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

ILLINOIS CONSOLIDATED TELEPHONE COMPANY

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

WHEREAS the Company wishes to amend and restate its Articles of Incorporation, as amended; and therefor

RESOLVED that the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, be and hereby are adopted as the Amended and Restated Articles of Incorporation of the Company.

EXHIBIT A

ARTICLE ONE

The name in which the corporation was incorporated under is Illinois Consolidated Telephone Company. The date of incorporation was April 10, 1924. ,

ARTICLE TWO

The name and address of the registered agent and registered office on the date of the adoption of these Amended and Restated Articles of Incorporation is:

Registered agent: R.A. Lumpkin
Registered office: 121 South Seventeenth Street,
Mattoon, Illinois, Coles County

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are: to buy, sell, lease, make, construct, acquire, manage, operate and maintain telephone exchanges and systems, toll lines and all other types of communications facilities, including any equipment, devices, apparatus and supplies, and any other real or personal property, used or useful in the transmission of intelligence by electricity or by any other means that may now be known or hereafter discovered.

ARTICLE FIVE

CAPITAL STOCK

A. Authorized Number and Classes of Shares.

(1) Designation of Classes; Par Value and Authorized Number of Shares of Each Class

The aggregate number of shares which the Corporation has authority to issue is Three Million One Hundred Fifty Thousand (3,150,000) divided into three classes as follows:

(a) Three million (3,000,000) shares designated as "Common Stock", \$10 par value per share, consisting of Two Million Two Hundred Fifty Thousand (2,250,000) shares issued and outstanding and Seven Hundred Fifty Thousand (750,000) shares unissued at the date of these Amended and Restated Articles of Incorporation;

(b) Seventy-five Thousand (75,000) shares of Preferred Stock, \$50 par value per share, consisting of:

(i) Forty-eight Thousand (48,000) shares issued and outstanding at the date of these Amended and Restated Articles (sometimes hereinafter referred to as "Old \$50 Preferred"), divided into two series as follows:

<u>Designation of Series</u>	<u>Shares of Series Outstanding at the date of this Amendment</u>
Series A	7,500
Series B	40,500; and

(ii) Twenty-seven Thousand (27,000) shares unissued at the date of these Amended and Restated Articles of Incorporation and issuable hereafter in series (sometimes hereinafter referred to as "New \$50 Preferred"); which authorized number may be increased to the extent that shares of Old \$50 Preferred are decreased by cancellation and reclassification as permitted by paragraph C(4) of this Subdivision.

(c) Seventy-five Thousand (75,000) shares of Preferred Stock, \$100 par value per share, consisting of:

(i) Twenty-Two Thousand Seven Hundred Fifty (22,750) shares issued and outstanding at the date of these Amended and Restated Articles of Incorporation (sometimes referred to as "Old \$100 Preferred"), and

(ii) Fifty-Two Thousand Two Hundred Fifty (52,250) shares unissued at the date of these Amended and Restated Articles of Incorporation and issuable hereafter in series (sometimes hereinafter referred to as "New \$100 Preferred"); which authorized number may be increased to the extent that shares of Old \$100 Preferred are decreased by cancellation and reclassification as permitted by paragraph C(4) of this Subdivision.

As used herein the term "Preferred Stock", without further qualification, refers, collectively, to both the Preferred Stock, \$50 par value per share, and the Preferred Stock, \$100 par value per share; the term "New Preferred" refers, collectively, to both the New \$50 Preferred and the New \$100 Preferred; the term "Old Preferred" refers collectively to both the Old \$50 Preferred and the Old \$100 Preferred; and the term "this Subdivision" refers to the provisions of the Amended and Restated Articles of Incorporation contained under the caption "Capital Stock".

(2) Preferred Stock of each Class, Issuable in Series

Subject to the terms of the two different series of the Old \$50 Preferred which are set forth in Part E of this Subdivision, the terms of the series of Old \$100 Preferred which are set forth in Part F of this Subdivision, and the variations between different series of the New Preferred which shall be fixed and determined hereafter as set forth in Part D of this Subdivision series of the Preferred Stock of the Corporation, whenever designated and issued, shall have the same preferences, limitations and relative rights and shall rank equally and share ratably in all respects. All shares of any one series of the Preferred Stock shall be alike in every particular, and each series thereof shall be distinctively designated by letter or descriptive words or figures.

B. Common Stock

(1) Dividends

The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors,

such dividends as may be declared from time to time by the Board of Directors subject to any limitations of applicable law of the State of Illinois and to the prior rights of the holders of the Preferred Stock as fixed in or pursuant to this Subdivision.

(2) Share Dividends

The Board of Directors are authorized to declare and the corporation to pay dividends payable in shares of the corporation having a preference as to dividends over the shares upon which such dividend shall be paid.

C. Preferred Stock Preferences and Provisions Applicable to All Series.

The provisions of this Part C shall apply to all shares of Preferred Stock (both Old and New Preferred), except as otherwise expressly provided for in this Subdivision.

(1) Dividends

The holders of Preferred Stock of each series shall be entitled to receive cumulative dividends thereon, when and as declared, payable quarterly on dates to be determined by the Board of Directors prior to the issuance thereof, at the applicable rate for such series, namely: for each series of Old \$50 Preferred, as specified in Part E of this Subdivision, for each series of Old \$100 Preferred, as specified in Part F of this Subdivision, and for each series of New Preferred, as may be determined therefor by the Board of Directors prior to the issuance of such series, out of any assets lawfully available therefor, before any dividends are paid upon the Common Stock. No dividends shall be paid upon the Common Stock at any time until all such cumulative dividends on the Preferred Stock for all past quarterly dividend periods shall have been previously paid or funds for the payment thereof (without interest) set apart therefor. In the case of all shares of each issue of each series of Preferred Stock the dividends shall, unless otherwise determined by the Board of Directors prior to the issuance thereof, be cumulative from the quarterly dividend payment date next preceding the date of issue of such shares unless issued on a dividend payment date, in which event the dividends shall accumulate from such dividend payment date.

(2) Liquidation, Dissolution or Winding Up

In case of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of each series of the Preferred Stock shall be entitled to receive out of any assets of the Corporation lawfully available therefor, in money or money's worth, the applicable amounts specified pursuant to paragraph D(1) with respect to such series (in the case of New Preferred), the applicable amounts specified pursuant to paragraph F(4) with respect to such series (in the case of Old \$100 Preferred), and the applicable amount specified in paragraph E(2) (in the case of Old \$50 Preferred), before any of such assets shall be paid or distributed to holders of Common Stock; and if the assets of the Corporation shall be insufficient to pay to the holders of all of the Preferred Stock then outstanding the entire amounts to which they may be entitled, the holders of each outstanding series of Preferred Stock shall share ratably in such assets in proportion to the amounts which would be payable with respect to such series if all amounts payable thereon were paid in full. The consolidation or merger of the Corporation with or into any other corporation or corporations, or the merger of any other corporation or corporations into the Corporation, in pursuance of the laws of the State of Illinois or of any other applicable state providing for consolidation or merger, shall not be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of the foregoing provisions of this paragraph C(2).

(3) Denial of Other Participation

The holders of the Preferred Stock shall not be entitled to participate in any distribution of the profits, assets or capital of the Corporation, either in money, property or stock, except as provided in or pursuant to this Subdivision.

(4) Reclassification

Any shares of Preferred Stock of any class at any time redeemed, purchased or held in the treasury which have been restored upon cancellation to the status of authorized but unissued shares may, in the discretion of the Board of Directors, be reclassified into authorized but unissued shares of Preferred Stock of any other series, or undesignated as to series, of the same class.

(5) Income Requirement for Certain Additional Issues

As long as any shares of the Preferred Stock of any class are outstanding the Corporation shall not, without the affirmative vote of the holders of record of two-thirds of the total number of shares of Preferred Stock of all series of such class then outstanding, issue any additional shares of any series of Preferred Stock (including the reissue, resale or other disposition of redeemed or reacquired shares of Preferred Stock, whether or not cancelled or retired prior to reissue, resale or other disposition), unless the consolidated net income of the Corporation and its subsidiaries applicable to the payment of dividends on the Preferred Stock for any twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately preceding the first day of the calendar month in which such additional shares of stock shall be issued shall have been at least four times the dividend requirements for a twelve (12) month period upon the entire amount of the Preferred Stock to be outstanding immediately after the issue of such additional shares.

(6) Voting Rights on Certain Changes in Authorized Shares

So long as any shares of Preferred Stock of any class are outstanding the Corporation shall not without the affirmative vote of the holders of record of two-thirds of the total number of shares of the Preferred Stock of such class then outstanding:

(a) Amend, alter, change or repeal any of the express terms of any shares of any class of the Preferred Stock then outstanding in a manner prejudicial to the holders of the shares of such class; provided, however, that if any such amendment, alteration, change or repeal shall be prejudicial to the holders of one or more but not all of the series of the Preferred Stock of a class at the time outstanding, only such consent of the holders of two-thirds of the total number of shares of all such series so affected shall be required; or

(b) Create or authorize any class of stock ranking prior to the Preferred Stock in the payment of dividends or distribution of assets.

(7) Redemption Procedure

The following provisions of this paragraph C (7) shall be applicable to all redemptions of shares of

Old \$50 Preferred, Old \$100 Preferred and, unless and to the extent that the Board of Directors shall otherwise determine in respect of any one or more series of New Preferred, shall also be applicable to redemptions of shares of each series of New Preferred which shall be redeemable by its terms:

(a) The Preferred Stock, or the whole or any part of any series thereof, to be selected by the Board of Directors, shall be subject to redemption at the option of the Corporation at the respective dates and redemption prices, and upon the conditions, specified in Part E of this Subdivision with respect to each series of Old \$50 Preferred, and upon the conditions specified in Part F of this Subdivision with respect to such series of Old \$100 Preferred, or as specified by the Board of Directors pursuant to paragraph D(1) with respect to each series of New Preferred. If less than all of the shares of any series shall be redeemed, the shares of such series to be redeemed shall be selected by lot, or pro rata in proportion to the numbers of shares, or in any other fair and customary manner, as the Board of Directors may direct.

(b) Notice of every such redemption shall be mailed to the holders of the shares to be redeemed, at their respective addresses as the same shall appear on the books of the Corporation, at least thirty (30) days prior to the date fixed for redemption.

(c) Upon the giving of such notice the shares to be redeemed shall not be entitled to any dividends except those accumulated and unpaid at the date fixed for redemption, and shall not be transferable on the books of the Corporation except to the Corporation, and after the date fixed for redemption all such shares shall no longer be deemed to be outstanding, and the holders of such shares shall have no right in or in respect of the Corporation other than the right to receive the redemption price, including dividends accumulated and unpaid to the date fixed for such redemption, without interest, upon surrender of the certificate or certificates for such shares or the notation of such redemption on the certificate or certificates with the approval of the Corporation; provided, however, that after giving notice of any such redemption as aforesaid, or after giving to the bank or trust company hereinafter referred to irrevocable authorization to give or complete such notice,